

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>FOOTPRINT POWER SALEM HARBOR DEVELOPMENT LP,¹</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 22-10239 (___)</p>
<p>In re:</p> <p>FOOTPRINT POWER SH DEVCO GP LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 22-10240 (___)</p>
<p>In re:</p> <p>FOOTPRINT POWER SALEM HARBOR FINCO, LP,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 22-10241 (___)</p>
<p>In re:</p> <p>HIGHSTAR FOOTPRINT HOLDINGS GP, LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 22-10242 (___)</p>
<p>In re:</p> <p>HIGHSTAR FOOTPRINT POWER HOLDINGS L.P.,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 22-10243 (___)</p>

¹ The Debtors (defined below) have used the words “Footprint Power” and its associated logo in their names pursuant to a license (the “License”) granted by the trademark owner Footprint Power Holdings, LLC (the “Trademark Licensor”). The License was terminated in accordance with the governing License agreement shortly before the commencement of these chapter 11 cases. Accordingly, to avoid and/or mitigate any alleged claims the Trademark Licensor may assert against the estates, the Debtors will no longer be utilizing the “Footprint” logo and, as part of their “first-day” motions, are seeking authorization to change the respective Debtors’ names that will be utilized in connection with these chapter 11 cases.

In re:

FOOTPRINT POWER SALEM HARBOR
FINCO GP, LLC,

Debtor.

Chapter 11

Case No. 22-10244 (____)

**DEBTORS' MOTION FOR AN ORDER (A) AUTHORIZING THE JOINT
ADMINISTRATION OF RELATED CHAPTER 11 CASES, (B) AUTHORIZING
THE DEBTORS' NAME CHANGES AND CORRESPONDING CASE CAPTION,
AND (C) GRANTING RELATED RELIEF**

Footprint Power Salem Harbor Development LP and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"),² respectfully represent as follows in support of this motion (this "Motion"):

RELIEF REQUESTED

1. By this Motion, pursuant to section 105(a) of title 11 of the United States Code (the "Bankruptcy Code"), rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), the Debtors request entry of an order (the "Proposed Order"), substantially in the form attached hereto as **Exhibit A**, (a) authorizing the joint administration of the Debtors' chapter 11 cases and the consolidation thereof for procedural purposes only, (b) authorizing each of the Debtors to change its name in accordance with their respective obligations under

² As of the date hereof, the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Footprint Power Salem Harbor Development LP (1360); Highstar Footprint Holdings GP, LLC (2253); Highstar Footprint Power Holdings L.P. (9509); Footprint Power Salem Harbor FinCo GP, LLC (N/A); Footprint Power Salem Harbor FinCo, LP (9219); and Footprint Power SH DevCo GP LLC (9008). The location of the Debtors' service address is: c/o Tateswood Energy Company, LLC, 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

a recently terminated License agreement, as set forth herein and approving a case caption reflecting such name changes, and (c) granting related relief.

JURISDICTION AND VENUE

2. The Court has jurisdiction over these chapter 11 cases and this Motion pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and, pursuant to Local Rule 9013-1(f), the Debtors consent to entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue of these chapter 11 cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory and legal predicates for the relief requested herein are section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b), and Local Rule 1015-1.

BACKGROUND

4. On the date hereof (the “Petition Date”), the Debtors each commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”).

5. The Debtors are authorized to continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. To date, no trustee, examiner or statutory committee has been appointed in these chapter 11 cases.

6. Information regarding the Debtors’ business and capital structure and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of John R. Castellano in Support of Chapter 11 Petitions and First Day Pleadings*

(the “First Day Declaration”),³ which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.

RELIEF REQUESTED

7. As set forth in the First Day Declaration, prior to the Petition Date, the Debtors have used the words “Footprint Power” and its associated logo in their names pursuant to the License granted by the Trademark Licensors, Footprint Power Holdings, LLC. However, shortly prior to the Petition Date, the Trademark Licensors terminated the License in accordance with the governing agreement. Accordingly, to avoid and/or mitigate any claims the Licensors may assert against the estates, the Debtors will no longer be utilizing the “Footprint” logo and are in the process of taking the necessary actions to immediately change their names to eliminate references to “Footprint” and “Footprint Power.” The Trademark Licensors are not affiliates (as such term is defined in section 101(2) of the Bankruptcy Code) of the Debtors and are not under common control of the Debtors. The Debtors neither control nor have a basis to contest the Trademark Licensors’ termination of the License.

8. The table below sets forth each of the Debtors’ respective names as of the Petition Date and the new names that the Debtors are in the process of formally adopting due to termination of the License by the Trademark Licensors:

Debtor Names as of Petition Date	Modified Debtor Names
Footprint Power Salem Harbor Development LP	Salem Harbor Power Development LP
Highstar Footprint Holdings GP, LLC	Highstar Salem Harbor Holdings GP, LLC
Highstar Footprint Power Holdings L.P.	Highstar Salem Harbor Power Holdings L.P.
Footprint Power Salem Harbor FinCo GP, LLC	Salem Harbor Power FinCo GP, LLC
Footprint Power Salem Harbor FinCo, LP	Salem Harbor Power FinCo, LP
Footprint Power SH DevCo GP LLC	SH Power DevCo GP LLC

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

9. By this Motion, and in an effort to maintain transparency with the Court and all interested parties, the Debtors seek the Court's authority to effectuate the Debtors' name changes described above given the recently-terminated License. The Debtors were unable to complete the name change process prior to the Petition Date. Following termination of the License by the Trademark Licensor, the Debtors informed the Trademark Licensor that the Debtors would be commencing the chapter 11 cases under their current names to avoid potential confusion from third parties that deal with the Debtors in the ordinary course of business and to mitigate any harm resulting to the Debtors' estates. In order to avoid wasteful first-day litigation before the Court that the Trademark Licensor might otherwise commence to enjoin any alleged postpetition infringement, the Debtors consulted with the Trademark Licensor and assured it that the Debtors would take the necessary steps to change the Debtors' names as soon as practicable.

10. Further, the Debtors are also seeking entry of an order authorizing joint administration of the Debtors' chapter 11 cases. Many, if not virtually all, of the motions, applications, hearings, and orders that will arise in these chapter 11 cases will jointly affect all of the Debtors. For this reason, the Debtors respectfully submit that their interests, as well as the interests of their creditors and other parties in interest, would be best served by the joint administration of the Debtors' chapter 11 cases.

11. The Debtors also request that the Clerk of the Court maintain one file and one docket for all of the Debtors' chapter 11 cases, which file and docket shall be the file and docket for Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP). As noted below, the proposed case caption for the jointly-administered

cases will reflect the Debtors' former names in an effort to preserve familiarity with the Debtors' business for all interested parties while the Debtors remain in chapter 11.

12. The Debtors further request that the caption of these chapter 11 cases be modified as follows to reflect their joint administration and the Debtors' respective name changes:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SALEM HARBOR POWER DEVELOPMENT
LP (f/k/a Footprint Power Salem Harbor
Development LP), *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10239 ()

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (1360); Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC) (2253); Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.) (9509); Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) (N/A); Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP) (9219); and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) (9008). The location of the Debtors' service address is: c/o Tateswood Energy Company, LLC, 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

13. In addition, the Debtors seek the Court's direction that a separate docket entry be made on the docket of each of the Debtors' chapter 11 cases (except that of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP)) substantially as follows:

An order has been entered in this case directing the consolidation and joint administration for procedural purposes only of the chapter 11 cases of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP), SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC), Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP), Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC), Highstar Salem

Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.), and Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC). **The docket in the chapter 11 case of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP), Case No. 22-10239 (___), should be consulted for all matters affecting these cases.**

BASIS FOR RELIEF

14. Bankruptcy Rule 1015(b) provides that, if two or more petitions are pending in the same court by or against a debtor and an affiliate, “the [C]ourt may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). Local Rule 1015-1 similarly provides for joint administration of chapter 11 cases when the facts demonstrate that joint administration “is warranted and will ease the administrative burden for the Court and the parties.” Del. Bankr. L.R. 1015-1. In this case, all of the Debtors are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code, of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP), and, accordingly, the Court has the authority to grant the relief requested herein.

15. Additionally, the First Day Declaration establishes that the joint administration of the Debtors’ respective estates is warranted and will ease the administrative burden on the Court and all parties in interest in these chapter 11 cases. Joint administration will also permit the Clerk of the Court to utilize a single docket for all of the chapter 11 cases, and to combine notices to creditors and other parties in interest in the Debtors’ respective cases. Because there will likely be numerous motions, applications, and other pleadings filed in these cases that will affect all of the Debtors, joint administration will permit counsel for all parties in interest to include all of the Debtors’ cases in a single caption for the numerous documents that are likely to

be filed and served in these cases. Joint administration will also enable parties in interest in all of the Debtors' cases to stay apprised of all the various matters before the Court.

16. Joint administration of the Debtors' chapter 11 cases will not prejudice or adversely affect the rights of the Debtors' creditors because the relief sought herein is purely procedural and is not intended to affect substantive rights. Joint administration will also significantly reduce the volume of paper that otherwise would be filed with the Clerk of the Court, render the completion of various administrative tasks less costly, and provide for greater efficiencies. Moreover, the relief requested by this Motion will also simplify supervision of the administrative aspects of these cases by the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee").

17. In addition, the Court may exercise its equitable powers to grant the relief requested herein. Section 105(a) of the Bankruptcy Code empowers the Court to "issue any order, process or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Authorizing the Debtors to effectuate the name changes, which the Debtors believe is appropriate in light of the manner in which the License was terminated shortly prior to the Petition Date, including approving the modified case caption and the docket entries described above, will enable to the Debtors to minimize the business and operational disruption caused by the termination of the License by the Trademark Licensor on the eve of these chapter 11 cases and mitigate any alleged trademark infringement claims that the Trademark Licensor may seek to assert against the Debtors' estates. Minimizing such disruption and eliminating the Trademark Licensor's ability to assert alleged claims at the outset of these chapter 11 cases is important to the Debtors' ability to continue operating their business on an uninterrupted basis and the overall success of the chapter 11 cases, and is in the estates' best interest.

18. For these reasons, the Debtors respectfully submit that the circumstances of these chapter 11 cases warrant granting the relief requested herein, and that doing so is in the best interests of the Debtors, their estates, their creditors, and their stakeholders, and therefore should be granted.

NOTICE

19. Notice of this Motion will be provided to: (a) the U.S. Trustee (Attn: Joseph Cudia); (b) the holders of the thirty (30) largest unsecured claims on a consolidated basis against the Debtors; (c) the Internal Revenue Service; (d) the United States Attorney's Office for the District of Delaware; (e) counsel to the Prepetition Agent; (f) the Environmental Protection Agency and similar state agencies for states in which the Debtors conduct business; (g) the Federal Energy Regulatory Commission; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: March 23, 2022
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY
STARGATT & TAYLOR, LLP**

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*Proposed Counsel to the Debtors and
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EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>SALEM HARBOR POWER DEVELOPMENT LP (f/k/a Footprint Power Salem Harbor Development LP),</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 22-____ ()</p>
<p>In re:</p> <p>SH POWER DEVCO GP LLC (f/k/a Footprint Power SH DevCo GP LLC),</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 22-____ ()</p>
<p>In re:</p> <p>SALEM HARBOR POWER FINCO, LP (f/k/a Footprint Power Salem Harbor FinCo, LP),</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 22-____ ()</p>
<p>In re:</p> <p>HIGHSTAR SALEM HARBOR HOLDINGS GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC),</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 22-____ ()</p>
<p>In re:</p> <p>HIGHSTAR SALEM HARBOR POWER HOLDINGS L.P. (f/k/a Highstar Footprint Power Holdings L.P.),</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 22-____ ()</p>

In re:

SALEM HARBOR POWER FINCO GP, LLC
(f/k/a Footprint Power Salem Harbor FinCo
GP, LLC),

Debtor.

Chapter 11

Case No. 22-____ (____)

ORDER (A) AUTHORIZING THE JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES, (B) AUTHORIZING THE DEBTORS' NAME CHANGES AND CORRESPONDING CASE CAPTION, AND (C) GRANTING RELATED RELIEF

Upon consideration of the motion (the "Motion")¹ of the Debtors for entry of an order, pursuant to section 105 of the Bankruptcy Code, Bankruptcy Rule 1015 and Local Rule 1015-1, (a) authorizing the joint administration of the Debtors' chapter 11 cases for procedural purposes only, (b) authorizing each of the Debtors to change its name as set forth in the Motion and approving a case caption reflecting such name changes, and (c) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and the hearing thereon having been given as set forth in the Motion; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and it appearing that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing the relief requested in the Motion is in the best

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

interests of the Debtors, their estates, creditors, and all parties in interest, and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

2. The Debtors are authorized to take all actions necessary to effectuate the name changes and the Clerk and other relevant parties are authorized and shall take the actions necessary to update the ECF filing system and their respective records to reflect such name changes as set forth in the table below:

Debtor Names as of Petition Date	Modified Debtor Names
Footprint Power Salem Harbor Development LP	Salem Harbor Power Development LP
Highstar Footprint Holdings GP, LLC	Highstar Salem Harbor Holdings GP, LLC
Highstar Footprint Power Holdings L.P.	Highstar Salem Harbor Power Holdings L.P.
Footprint Power Salem Harbor FinCo GP, LLC	Salem Harbor Power FinCo GP, LLC
Footprint Power Salem Harbor FinCo, LP	Salem Harbor Power FinCo, LP
Footprint Power SH DevCo GP LLC	SH Power DevCo GP LLC

3. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be administered jointly under the case of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP), Case No. 22-____ (____) in accordance with the provisions of Bankruptcy Rule 1015(b) and Local Rule 1015-1.

4. All pleadings filed in the Debtors' chapter 11 cases shall bear a consolidated caption in the following form:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SALEM HARBOR POWER
DEVELOPMENT LP (f/k/a Footprint Power
Salem Harbor Development LP), *et al.*,¹

Debtors.

Chapter 11

Case No. 22-____ (____)

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (1360); Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC) (2253); Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.) (9509); Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) (N/A); Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP) (9219); and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) (9008). The location of the Debtors' service address is: c/o Tateswood Energy Company, LLC, 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

5. The foregoing caption satisfies the requirements of section 341(c)(1) of the Bankruptcy Code.

6. The Clerk of the Court shall make a docket entry in each of the Debtors' chapter 11 cases (except that of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP)) substantially as follows:

An order has been entered in this case directing the consolidation and joint administration for procedural purposes only of the chapter 11 cases of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP), SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC), Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP), Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC), Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.), and Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC). **The docket in the chapter 11 case of Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP), Case No. 22-____ (____), should be consulted for all matters affecting these cases.**

7. The Clerk of the Court shall maintain a single pleadings docket and file for all of the Debtors' chapter 11 cases, which shall be the pleadings docket and file for Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP).

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases.

9. This Court shall retain jurisdiction over all matters arising from or related to the interpretation, implementation, and enforcement of this Order.